

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS**

BP CORPORATION NORTH AMERICA INC.	)	
SAVINGS PLAN INVESTMENT OVERSIGHT	)	
COMMITTEE serving in its capacity as a named	)	
fiduciary of the BP Employee Savings Plan, the BP	)	
Capital Accumulation Plan, the BP DirectSave Plan,	)	
the BP Employee Savings Plan of Puerto Rico, and the	)	
BP Partnership Savings Plan under the BP Master	)	
Trust for Employee Savings Plans and the BP Solar	)	
Employee Savings Plan under the Trust for the BP	)	
Solar Employee Savings Plan, and BP	)	
CORPORATION NORTH AMERICA INC.	)	
INVESTMENT COMMITTEE serving in its capacity	)	Judge William J. Hibbler
as a named fiduciary of the BP Retirement	)	
Accumulation Plan and the Enstar Corporation	)	Magistrate Judge Susan Cox
Retirement Plan under the BP Master Trust for	)	
Employee Pension Plans,	)	CIVIL ACTION NO. 08-cv-6029
	)	
Plaintiffs,	)	
	)	
v.	)	
	)	
NORTHERN TRUST INVESTMENTS, N.A., and	)	
THE NORTHERN TRUST COMPANY,	)	
	)	
Defendants.	)	

**STIPULATION AND [PROPOSED] ORDER OF DISMISSAL**

WHEREAS on October 21, 2008, the BP Corporation North America Inc. Savings Plan Investment Oversight Committee (“Savings Plans Committee”) and the BP Corporation North America Inc. Investment Committee (“Investment Committee”) (collectively, “Plan Committees”) filed the captioned law suit (“Action”) against Northern Trust Investments, N.A. (“NTI”) and The Northern Trust Company (“NTC”) (NTI and NTC referred to collectively as “Northern”) in their capacities as named fiduciaries of various employee and retirement savings and pension plans; and

WHEREAS Northern has vigorously denied and continues to deny any wrongdoing or liability for the claims asserted in the Action; and

WHEREAS the Plan Committees and Northern have entered into a Settlement Agreement dated July 14, 2010 ("Agreement"), to avoid the uncertainties and halt the substantial and continuing expense, business disruption, and burden inherent in ongoing litigation; and

WHEREAS the provisions and conditions in the Agreement that are required for dismissal of the Action in full on the merits and with prejudice have been satisfied;

IT IS HEREBY STIPULATED THAT:

The Action is hereby dismissed in full on the merits and with prejudice as to each of NTI and NTC, and without costs.

Dated: July 15, 2010

Respectfully submitted,

The Plan Committees

By: s/ Keith P. Schoeneberger  
Michael H. King  
Keith P. Schoeneberger  
Therese K. Nohos  
Bryan M. Westhoff  
Dewey & LeBoeuf LLP  
180 N. Stetson, Suite 3700  
Chicago, IL 60601-6710  
(312) 794-8000 (phone)  
(312) 794-8100 (fax)

*Attorneys for the Plan Committees*

Northern Trust Investments, N.A. and  
The Northern Trust Company

By: s/ John J. Tharp, Jr.  
Michele L. Odorizzi  
Caryn L. Jacobs  
John J. Tharp, Jr.  
Mayer Brown LLP  
71 S. Wacker Dr.  
Chicago, IL 60606  
(312) 782-0600 (phone)  
(312) 701-7711 (fax)

*Attorneys for Northern Trust Investments,  
N.A. and The Northern Trust Company*

SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

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WILLIAM J. HIBBLER  
United States District Judge